

For calendar year 2017, or tax year beginning 07-01-2017, and ending 06-30-2018

Name of foundation Bainum Family Foundation		A Employer identification number 23-7000192	
Number and street (or P O box number if mail is not delivered to street address) 7735 Old Georgetown Road No 1000		Room/suite	B Telephone number (see instructions) (240) 450-0000
City or town, state or province, country, and ZIP or foreign postal code Bethesda, MD 20814		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 604,994,484		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	4,304,217			
	2 Check ☐ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,528,912	1,528,912	1,528,912	
	4 Dividends and interest from securities . . .	7,778,970	7,727,342	7,727,342	
	5a Gross rents	1,528,594	1,528,594	1,528,594	
	b Net rental income or (loss) 1,528,594				
	6a Net gain or (loss) from sale of assets not on line 10	15,378,896			
	b Gross sales price for all assets on line 6a 68,861,421				
	7 Capital gain net income (from Part IV, line 2) . . .		15,888,531		
	8 Net short-term capital gain			975,558	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	604,971	496,439	496,439	
	12 Total. Add lines 1 through 11	31,124,560	27,169,818	12,256,845	
	13 Compensation of officers, directors, trustees, etc	1,057,423	210,276	210,276	826,087
	14 Other employee salaries and wages	4,174,120	166,364	166,364	4,012,557
	15 Pension plans, employee benefits	1,180,967	43,008	43,008	1,097,543
	16a Legal fees (attach schedule)	184,962	0	0	169,606
	b Accounting fees (attach schedule)	111,186	0	0	108,382
	c Other professional fees (attach schedule)	9,568,369	1,990,030	1,990,030	6,630,220
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	1,358,392	60,734	60,734	500,887
	19 Depreciation (attach schedule) and depletion . . .	262,983	0	0	
	20 Occupancy	228,311	0	0	228,311
	21 Travel, conferences, and meetings	332,868	2,049	2,049	298,556
	22 Printing and publications	19,911	0	0	17,813
	23 Other expenses (attach schedule)	8,036,253	220,302	220,302	1,451,291
	24 Total operating and administrative expenses. Add lines 13 through 23	26,515,745	2,692,763	2,692,763	15,341,253
	25 Contributions, gifts, grants paid	1,105,646			1,923,218
	26 Total expenses and disbursements. Add lines 24 and 25	27,621,391	2,692,763	2,692,763	17,264,471
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,503,169			
	b Net investment income (if negative, enter -0-)		24,477,055		
c Adjusted net income(if negative, enter -0-)				9,564,082	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	3,052,729	802,094	802,094
	2 Savings and temporary cash investments	24,273,053	18,396,553	18,396,553
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	42,009,969	42,009,969	42,009,969
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	768,886	635,157	635,157
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	175,978,868	163,809,040	163,809,040
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	292,688,426	339,103,670	339,103,670
	14 Land, buildings, and equipment basis ▶ _____ 10,753,021 Less accumulated depreciation (attach schedule) ▶ _____ 1,348,150	9,818,500	9,404,871	9,404,871
15 Other assets (describe ▶ _____)	20,815,529	30,833,130	30,833,130	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	569,405,960	604,994,484	604,994,484	
Liabilities	17 Accounts payable and accrued expenses	1,116,351	2,093,308	
	18 Grants payable.	817,573		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)	1,375,800	2,094,731	
	23 Total liabilities (add lines 17 through 22)	3,309,724	4,188,039	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	166,511,954	186,473,020	
	25 Temporarily restricted	399,584,282	414,333,425	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	566,096,236	600,806,445	
	31 Total liabilities and net assets/fund balances (see instructions) .	569,405,960	604,994,484	

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	566,096,236
2 Enter amount from Part I, line 27a	2	3,503,169
3 Other increases not included in line 2 (itemize) ▶ _____	3	31,857,816
4 Add lines 1, 2, and 3	4	601,457,221
5 Decreases not included in line 2 (itemize) ▶ _____	5	650,776
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	600,806,445

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Additional Data Table			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	15,888,531
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 { }	3	975,558

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2016	20,819,267	510,616,116	0 040773
2015	20,277,216	426,171,893	0 047580
2014	17,979,265	255,689,731	0 070317
2013	19,608,282	225,884,753	0 086807
2012	15,853,223	202,742,739	0 078194
2 Total of line 1, column (d)			2 0 323671
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 064734
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 570,030,559
5 Multiply line 4 by line 3			5 36,900,358
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 244,771
7 Add lines 5 and 6			7 37,145,129
8 Enter qualifying distributions from Part XII, line 4			8 22,842,574

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	489,541
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	489,541
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	489,541
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	656,238
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	656,238
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	707
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	165,990
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 165,990 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	Yes	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DC, MD, VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	Yes	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.bainumfdn.org</u>	13	Yes	
14	The books are in care of <u>The Foundation</u> Telephone no <u>(240) 450-0000</u>			

Located at 7735 Old Georgetown Road Ste 1000 Bethesda MD ZIP+4 20814

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes," enter the name of the foreign country <u>CJ</u>	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (Continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☒ Yes ☐ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	No
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
David Daniels 7735 Old Georgetown Road Bethesda, MD 20814	VP of Oper & Org Eff 40 00	201,468	34,392	0
Angela Deeds 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Finance 40 00	195,790	26,097	0
Noel Bravo 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Program 40 00	166,100	30,776	0
Ann Egan 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Communic 40 00	157,165	27,228	0
Leila Otis 7735 Old Georgetown Road Bethesda, MD 20814	Sr Dir of Program 40 00	158,936	17,712	0
Total number of other employees paid over \$50,000.				51
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".				
(a) Name and address of each person paid more than \$50,000	(b) Type of service		(c) Compensation	
United Planning Organization 301 Rhode Island Avenue NW Washington, DC 20001	Professional fees		455,949	
National Children's Center Inc 8757 Georgia Avenue Suite 700 Silver Spring, MD 20910	Professional fees		363,258	
New Schools Venture Fund 1970 Broadway Suite 350 Oakland, CA 94612	Professional fees		300,000	
Reinvestment Fund 1700 Market Street Suite 1900 Philadelphia, PA 19103	Professional fees		250,262	
Community of Hope Inc 4 Atlantic Street NW Washington, DC 20032	Professional fees		240,000	
Total number of others receiving over \$50,000 for professional services.				31
Part IX-A Summary of Direct Charitable Activities				
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc				Expenses
1 In the D C Wards 7 and 8 Initiative, the Foundation provides technical assistance to build the capacity of early childhood service providers, parents and other stakeholders in the fields of practice, policy and research. This work is focused on enhancing developmental opportunities for infants, toddlers and their families in the District of Columbia's Wards 7 and 8. For school-aged children, this initiative provides technical assistance to enhance wrap-around services (e.g., mental health resources and school infrastructure) in Wards 7 and 8. Finally, this initiative builds the body of knowledge in the child development field in order to increase the use of evidence-based practices and data by parents, service providers and other stakeholders who support children.				15,581,134
2 Through direct operations and partnerships, the Food Security Initiative works to improve healthy food access for low-income families in the District and strengthen the local food system. The Food Security Initiative, which includes operations at a 263-acre farm in Middleburg, Virginia, and investments in the District, aims to achieve impact in four key areas: sustainable agriculture, nutrition education, food-related workforce development and local food distribution pathways.				1,551,565
3 The Seventh-day Adventist Initiative involves partnerships with faith-based schools and organizations in the areas of early learning, wrap-around support, knowledge building and infrastructure to expand the availability of high-quality faith-based learning environments for infants, toddlers, and children. The SDA Initiative helps schools with organizational effectiveness, educator capacity building, wrap-around supports such as tuition assistance and building and renovation projects.				4,551,775
4 The Family Philanthropy Initiative oversees grants to not-for-profit organizations through its Family Fund, the Global Education Fund, generational giving and a staff matching gifts program.				1,824,228
Part IX-B Summary of Program-Related Investments (see instructions)				
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.				Amount
1 Purchase a facility for conversion to an early learning center in Silver Spring, Maryland.				5,000,000
2 4P Foods: Expand food distribution services to Wards 7 and 8 and improve local food distribution system capacity in DC region.				500,000
All other program-related investments. See instructions.				
3				
Total. Add lines 1 through 3.				5,500,000
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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	310,178,293
b	Average of monthly cash balances.	1b	7,745,153
c	Fair market value of all other assets (see instructions).	1c	260,787,781
d	Total (add lines 1a, b, and c).	1d	578,711,227
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 	1e	10,692,058
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	578,711,227
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,680,668
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	570,030,559
6	Minimum investment return. Enter 5% of line 5.	6	28,501,528

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	17,264,471
b	Program-related investments—total from Part IX-B.	1b	5,500,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	78,103
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	22,842,574
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	22,842,574

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ _____				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2017 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☒ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	9,564,082	9,816,847	10,330,454	5,366,198	35,077,581
b 85% of line 2a.	8,129,470	8,344,320	8,780,886	4,561,268	29,815,944
c Qualifying distributions from Part XII, line 4 for each year listed.	22,842,574	20,819,267	20,277,216	17,979,265	81,918,322
d Amounts included in line 2c not used directly for active conduct of exempt activities.	1,923,218	1,971,639	1,074,123	3,471,478	8,440,458
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.	20,919,356	18,847,628	19,203,093	14,507,787	73,477,864
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets.					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.	19,001,019	17,020,537	14,205,730	8,522,991	58,750,277
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					0
(3) Largest amount of support from an exempt organization.					0
(4) Gross investment income.					0

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,923,218
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Form **990-PF** (2017)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2019-02-12 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
--

Paid Preparer Use Only	Print/Type preparer's name Frank H Smith	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00639053
	Firm's name ▶ MARCUM LLP				Firm's EIN ▶ 11-1986323
	Firm's address ▶ 1899 L Street NW 850 Washington, DC 20036				Phone no (202) 822-5000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Publicly Traded Securities-Chevy Chase			
Publicly Traded Securities-Chevy Chase			
Publicly Traded Securities-Vanguard Mutual Funds			
Publicly Traded Securities-Vanguard Mutual Funds			
Publicly Traded Securities-Fixed Income Funds			
Publicly Traded Securities-Fixed Income Funds			
Publicly Traded Securities-Corporate Preferreds			
Emerging Market Assets	P		
Opportunistic	P		
GMO Distributions	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,115,041		1,055,395	59,646
4,251,272		2,743,625	1,507,647
1,544,984		1,499,593	45,391
31,136,644		24,840,273	6,296,371
932,322		934,218	-1,896
13,466,189		13,521,903	-55,714
6,500,000		6,592,500	-92,500
170,089		168,375	1,714
276,496		272,609	3,887
195,473			195,473

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			59,646
			1,507,647
			45,391
			6,296,371
			-1,896
			-55,714
			-92,500
			1,714
			3,887
			195,473

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
GMO Distributions	P		
Kalorama	P		
Other LT	P		
Choice Int'l Common Shares (CHH)	D		
Sailing Stone K-1	P		
Sailing Stone K-1	P		
Silver Point K-1	P		
Silver Point K-1	P		
Wellington Trust K-1	P		
Wellington Trust K-1	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,104,948			1,104,948
337,456			337,456
92		188	-96
7,814,052		4,650,750	3,163,302
			67,200
			184,476
			4,244
			5,494
			275,244
			836,557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,104,948
			337,456
			-96
			3,163,302
			67,200
			184,476
			4,244
			5,494
			275,244
			836,557

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
Adams Fund K-1	P		
Adams Fund K-1	P		
GT Oppor Fund Series 2016 K-1	P		
GT Oppor Fund Series 2017 K-1	P		
Atalaya K-1	P		
Silver Point K-1- UBI	P		
Silver Point K-1- UBI	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
			365,302
			1,625,002
			2,100
			30
			-42,747
7,131		7,131	0
9,232		9,232	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			365,302
			1,625,002
			2,100
			30
			-42,747
			0
			0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
Barbara Bainum	Chair/CEO/President 40 00	381,146	74,255	0
7735 Old Georgetown Road Bethesda, MD 20814				
Mark R Birmingham	CFO/CIO/TREASURER 40 00	420,553	96,867	0
7735 Old Georgetown Road Bethesda, MD 20814				
Rozita La Gorce Green	Vice President/CSO 40 00	255,724	53,360	0
7735 Old Georgetown Road Bethesda, MD 20814				
Alexander Froom	Director 2 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Charles A Ledsinger	Director 2 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Joan Lombardi	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Scott Renschler	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Kenny Emson	Director 2 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Tammy Mann	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Maura Marino	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				
Roberto Rodriguez	Director 1 00	0	0	0
7735 Old Georgetown Road Bethesda, MD 20814				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Allegheny East Conference 767 Douglass Dr Boyertown, PA 19512	None	PC	Baltimore Junior Academy Renovation	71,815
American Civil Liberties Union Foundation Inc 125 Broad Street New York, NY 20004	None	PC	General Operating/Mission	50
American Foundation for Suicide Prevention 120 Wall Street 29th Floor New York, NY 10005	None	PC	General Support Judi Stevenson- Garcia Fundraiser	25
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Beltsville Adventist School 4230 Ammendale Road Beltsville, MD 20705	None	PC	Construction Project	37,677
Capital Area Food Bank 4900 Puerto Rico Avenue NE Washington, DC 20017	None	PC	General Operating/Mission	100
Capital Area Food Bank 4900 Puerto Rico Avenue NE Washington, DC 20017	None	PC	General Operating/Mission	75
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Center on Budget and Policy Priorities 820 1st Street NE Suite 510 Washington, DC 20002	None	PC	General Operating/Mission	103
Community Animal Rescue Effort PO Box 1964 Evanston, IL 60204	None	PC	Diane Moe's First Giving page	25
Community Resources for Children 3299 Claremonth Way Suite 1 Napa, CA 94558	None	PC	Quality Early Learning Starting Points	28,000
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Compass Family Service 49 Powell Street 3rd Floor San Francisco, CA 94102	None	PC	Compass Clinical Services	55,000
Cool Effect 919 Sir Francis Drake Boulevard Suite 201 Kentfield, CA 94904	None	PC	Native American Methane Capture	26
DonorschooseOrg 134 W 37th Street 11th Floor New York, NY 10018	None	PC	General Operating/Mission	100
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Dumbarton Concerts Inc 3133 Dumbarton Street NW Washington, DC 20007	None	PC	Inner City - Inner Child	35,000
El Nido Family Centers 440 Shatto Place Suite 417 Los Angeles, CA 90020	None	PC	General Operating/Mission	52,000
Ellicott City PartnershipPO Box 92 Ellicott City, MD 21041	None	PC	Flood Relief	100
Total 				1,923,218
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Ellicott City PartnershipPO Box 92 Ellicott City, MD 21041	None	PC	Flood Relief	200
Firelight Foundation 740 Front Street Suite 380 Santa Cruz, CA 95060	None	PC	Cultivating Early Childhood Development in Malawi	105,000
Florida Keys Healthy Start Coalition PO Box 6166 Key West, FL 33041	None	PC	General Operating/Mission	80,000
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Free Minds Book Club2201 P Street NW Washington, DC 20037	None	PC	General Operating/Mission	26
Georgia-Cumberland Academy 397 Academy Drive SW Calhoun, GA 30701	None	PC	Support Construction Projects	705,336
Global Fund for Children 1101 14th Street NW Suite 420 Washington, DC 20005	None	PC	Early Childhood Development	300,000
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Grassroot Soccer IncPO Box 712 Norwich, VT 05055	None	PC	General Operating/Mission	110
Homeless Prenatal Program Inc 2500 18th Street San Francisco, CA 94110	None	PC	General Operating/Mission	50,000
House of Ruth5 Thomas Circle NW Washington, DC 20005	None	PC	General Operating/Mission	75
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
House of Ruth Maryland Inc 2201 Argonne Drive Baltimore, MD 21218	None	PC	Domestic Violence Awareness Month	100
International Rescue Committee Inc 122 East 42nd Street 12th Floor New York, NY 10168	None	PC	Pre-school Healing Classroom	100,000
International Rescue Committee Inc 122 East 42nd Street 12th Floor New York, NY 10168	None	PC	General Operating/Mission	50
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Iowa State University Foundation 2505 University Boulevard Ames, IA 50010	None	PC	General Operating/Mission	100
Lighthouse Central Florida 215 E New Hampshire Street Orlando, FL 32804	None	PC	Early Intervention	50,000
Maret School3000 Cathedral Avenue NW Washington, DC 20008	None	PC	General Operating/Mission	75
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Martha's Table2114 14th Street NW Washington, DC 20009	None	PC	General Operating/Mission	75
Masonic Foundation of DC 5248 MacArthur Boulevard NW Washington, DC 20016	None	PC	Disaster Relief for Guatemala	20
Metropolitan Organization to Counter Sexual Assault 3100 Broadway Suite 400 Kansas City, MO 64111	None	PC	General Operating/Mission	100
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
National Resources Defense Council Inc 40 W 20th Street New York, NY 10011	None	PC	General Operating/Mission	55
Nature Conservancy Inc 4245 N Fairfax Drive Suite 100 Arlington, VA 22203	None	PC	Carbon Offset	15
OneAmerica 1225 S Weller Street Suite 430 Seattle, WA 98144	None	PC	Expanding Bilingualism and Dual Language in Early Learning	20,000
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Open Arms Perinatal Services 2524 16th Avenue South Suite 207A Seattle, WA 98144	None	PC	General Operating/Mission	30,000
Operation Breakthrough Inc 3039 Troost Avenue Kansas City, MO 64109	None	PC	General Operating/Mission	100
Orphan Foundation of America 21351 Gentry Drive Suite 130 Sterling, VA 20166	None	PC	General Operating/Mission	100
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Para Los Ninos 5000 Hollywood Boulevard Los Angeles, CA 90027	None	PC	Early Education Teacher/Coach Mentoring Program	25,000
Plan International USA155 Plan Way Warwick, RI 02886	None	PC	General Operating/Mission	75
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001	None	PC	General Operating/Mission	75
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Planned Parenthood of Metropolitan Washington DC PO Box 34128 Washington, DC 20043	None	PC	General Operating/Mission	100
ProPublica Inc 155 Avenue of the Americas 13th Fl New York, NY 10013	None	PC	General Operating/Mission	40
Providence Student Union 74 Westminster Street Providence, RI 02903	None	PC	General Operating/Mission	120
Total ► 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Rainbow Place Shelter for Homeless Women Inc 215 W Montgomery Avenue Rockville, MD 20850	None	PC	General Operating/Mission	100
Rape Abuse and Incest National Network 1220 L Street NW Suite 505 Washington, DC 20005	None	PC	General Operating/Mission	50
Rockville Music TheatrePO Box 1248 Rockville, MD 20849	None	PC	General Operating/Mission	25
Total 				1,923,218
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Sandy Spring Museum Inc 17901 Bentley Road Sandy Spring, MD 20860	None	PC	General Operating/Mission	30
Save the Children Federation Inc 501 Kings Highway East Suite 400 Fairfield, CT 06825	None	PC	Early Learning Toolkits in Uganda	100,000
Scottish Rite Foundation 2800 16th Street NW Washington, DC 20009	None	PC	Scottish Rite Almoner's Fund	30
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Scottish Rite Foundation 2800 16th Street NW Washington, DC 20009	None	PC	Scottish Rite Almoner's Fund	20
Soka Gakkai International 606 Wilshire Boulevard Santa Monica, CA 90401	None	PC	Myoho-Renge-Kyo (Lotus Sutra) Research	100
Some Inc71 O Street NW Washington, DC 20001	None	PC	General Operating/Mission	75
Total 				1,923,218
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Southern Adventist University PO Box 370 Collegedale, TN 37315	None	PC	Student Missions	200
Southern Poverty Law Center Inc 400 Washington Avenue Montgomery, AL 36104	None	PC	General Operating/Mission	50
St Helena Preschool For All Inc 465 Mail Street St Helena, CA 94574	None	PC	Scholarship Fund	25,000
Total ▶ 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
The Leukemia and Lymphoma Society Inc 3 International Drive Suite 200 Rye Brook, NY 10573	None	PC	General Operating/Mission	25
Trustees of Mount Holyoke College 50 College Street South Hadley, MA 01075	None	PC	Student Aid/Scholarships	100
United Way of Greater Houston PO Box 3247 Houston, TX 77253	None	PC	United Way Relief Fund	30
Total ► 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
United Way of Greater Houston PO Box 3247 Houston, TX 77253	None	PC	United Way Relief Fund	75
University of Maryland College Park Foundation 1308E Benjamin Building College Park, MD 20742	None	PC	Trauma Sensitive Pedagogy for Young Children	50,000
WETA Public Television and Radio 3939 Campbell Avenue Arlington, VA 22206	None	PC	General Operating/Mission	60
Total ► 3a				1,923,218

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Whitman-Walker Clinic Inc 1701 14 Street NW Washington, DC 20009	None	PC	General Operating/Mission	100
Yale UniversityPO Box 803 New Haven, CT 06503	None	PC	General Operating/Mission	75
Youth Service Opportunities Project Inc 15 Rutherford Place New York, NY 10003	None	PC	General Operating/Mission	30
Total ▶ 3a				1,923,218

TY 2017 Accounting Fees Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	111,186	0	0	108,382

TY 2017 Investments Corporate Stock Schedule

Name: Bainum Family Foundation
EIN: 23-7000192

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Choice Hotels International, Inc.	111,345,782	111,345,782
GMO Qual FD III	22,379,806	22,379,806
MFO Vanguard Instl Total Index	12,167,422	12,167,422
Bac Cap TR XIII	1,762,500	1,762,500
Dominion Res Inc VA	483,750	483,750
Enbridge Energy Partners LP	998,750	998,750
Goldman Sachs Cap II	1,681,200	1,681,200
JPMorgan Chase & Fltg	2,015,000	2,015,000
Wells Fargo & Co	2,026,250	2,026,250
XL Group PLC	1,965,000	1,965,000
Alphabet Inc.	503,158	503,158
Amer Elec PWR Co	304,007	304,007
Apple Inc.	296,546	296,546
Amazon	146,183	146,183
Citigroup Inc Com	246,935	246,935
CME Group	267,681	267,681
Cognex Corp	191,645	191,645
CVS Health Corp	204,826	204,826
Delta Air Lines Inc.	194,246	194,246
Editas Medicine Inc.	65,139	65,139
EOG Resources Inc.	205,807	205,807
Estee Lauder	352,302	352,302
FLIR System Inc.	338,948	338,948
Goldman Sachs Group	299,534	299,534
Grubhub Inc.	152,224	152,224
Illumina Inc.	421,169	421,169
Impinj Inc.	294,306	294,306
Intellia Therapeutics Inc.	74,638	74,638
Intuitive Surgical Inc.	182,301	182,301
Nike Inc.	352,584	352,584

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Nvidia Corp	111,343	111,343
Range Res Corp	167,969	167,969
Foundation Medicine Inc	265,335	265,335
Regeneron Pharmaceuticals Inc.	164,560	164,560
Square Inc.	110,890	110,890
Splunk Inc.	119,923	119,923
Terreno Realty Corp	262,748	262,748
Tiffany & Co	114,492	114,492
Verizon Communications	332,650	332,650
Walt Disney Co	239,491	239,491

TY 2017 Investments - Other Schedule

Name: Bainum Family Foundation
EIN: 23-7000192

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Rock Creek Bainum Family Fnd. Hedge Fund	FMV	100,144,277	100,144,277
Turner-Agassi Charter School Facilities Fund II LP RE	FMV	1,173,026	1,173,026
IPI Data Center Partners Fund I, LP	FMV	1,821,764	1,821,764
Rose Affordable Housing Preservation Fund IV, LP	FMV	3,653,134	3,653,134
Fairmont Building LLC Real Estate	FMV	44,886,993	44,886,993
MFO Doubleline total Return Bond	FMV	8,156,399	8,156,399
MFO Eaton Vance Mutual Fds	FMV	9,213,903	9,213,903
Financial Opportunistic Fund Ltd.	FMV	42,067,000	42,067,000
Atalaya Asset Income Fund III LP	FMV	2,682,890	2,682,890
Avenue Aviation Opportunities Fund II	FMV	2,497,802	2,497,802
Silver Point Specialty CreditFund LP	FMV	3,604,837	3,604,837
TCI Real Estate Partners Fund II	FMV	3,929,999	3,929,999
Venture Capital and Partnership Private Equities	FMV	18,275,099	18,275,099
MFO Vanguard Developed Markets-International Equities	FMV	21,940,304	21,940,304
Adams Fund Series LLC	FMV	29,836,235	29,836,235
Wellington Emerging Markets	FMV	16,606,613	16,606,613
Kalorama	FMV	6,523,986	6,523,986
Generation IM Global Equity Fund, LLC	FMV	12,415,524	12,415,524
MFC Emerging Mkts Index	FMV	7,653,334	7,653,334
Bpost Sa/NV NPV	FMV	54,547	54,547
Daifuku Co	FMV	211,619	211,619
Fanuc Corp	FMV	229,457	229,457
Hiroshima Bank NPV	FMV	197,291	197,291
ADR LVMH Moet Hennessy	FMV	247,763	247,763
Sumitomo Mitsui Financial Group	FMV	156,018	156,018
ADR Ing Groep NV	FMV	206,179	206,179
ADR Unilever NV	FMV	249,068	249,068
ADR Novartis AG	FMV	224,505	224,505
ADR Royal Dutch Shell PLC	FMV	244,104	244,104

TY 2017 Land, Etc. Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Computer hardware	307,928	292,175	15,753	15,753
Furniture and equipment	427,996	227,295	200,701	200,701
Telephone system	41,973	32,765	9,208	9,208
Computer software	579,873	577,717	2,156	2,156
LHI/Office Expansion	841,891	71,908	769,983	769,983
Land- Naples, Florida	874,057	0	874,057	874,057
Fairmont Building, LLC	3,135,847	0	3,135,847	3,135,847
Bainum Foundation Farm, LLC	4,543,456	146,290	4,397,166	4,397,166

TY 2017 Legal Fees Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees	184,962	0	0	169,606

TY 2017 Other Assets Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Accrued interest/dividend receivable	542,766	464,464	464,464
Bequest receivable	3,207,170	2,556,394	2,556,394
Federal excise tax receivable	257,885	180,045	180,045
Investment related receivables and pending purchases	10,561,203	22,232,227	22,232,227
Program related investments	6,246,505	5,400,000	5,400,000

TY 2017 Other Decreases Schedule

Name: Bainum Family Foundation
EIN: 23-7000192

Description	Amount
Change in FMV of pledge donated assets	650,776

TY 2017 Other Expenses Schedule

Name: Bainum Family Foundation

EIN: 23-7000192

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank fees	14,205	12,213	12,213	1,992
Licensing and subscription	263,724	6,946	6,946	299,400
Insurance	97,381	0	0	96,171
Office related expenses	21,076	72	72	19,820
Student expenses	79,290	0	0	29,195
School Enhancement Contracts	42,926	0	0	42,926
Farming expenses	153,621	0	0	149,405
Equipment and maintenance	49,801	0	0	49,691
Scholarships	946,454	0	0	942,506
PRI loan discount and loss reserve	6,346,505	0	0	0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Allocation fees	0	201,071	201,071	-201,071
Telephone	15,124	0	0	15,063
Recruiting	6,146	0	0	6,193

TY 2017 Other Income Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192**Other Income Schedule**

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Partnership K-1 Investments	496,439	496,439	496,439
Partnership K-1 Investments UBI	108,532	0	0

TY 2017 Other Increases Schedule

Name: Bainum Family Foundation
EIN: 23-7000192

Description	Amount
Unrealized gain on investments	31,857,816

TY 2017 Other Liabilities Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Description	Beginning of Year - Book Value	End of Year - Book Value
Deferred federal excise tax payable	1,375,800	2,094,731

TY 2017 Other Professional Fees Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Consulting	2,541,289	12,949	12,949	2,488,304
Investment fees K-1	1,386,658	1,386,658	1,386,658	0
Investment fees	590,423	590,423	590,423	0
Partner Agreements	5,045,098	0	0	4,141,916
Investment Fees K-1 UBI	4,901	0	0	0

**TY 2017 Other Receivables
from Officers Schedule****Name:** Bainum Family Foundation**EIN:** 23-7000192**Travel Advance to Officers:**

Item No.	1
Borrower's Name	Stewart W Bainum Jr
Borrower's Title	
Original Amount of Loan	17267698
Balance Due	17655924
Date of Note	2014-09
Maturity Date	2023-09
Repayment Terms	Annual interest payments, balloon payment at maturity
Interest Rate	2.860000000000
Security Provided by Borrower	Personal guarantee
Purpose of Loan	Purchase of estate assets under exception provisions in 53.4941(d)-3
Description of Lender Consideration	Estate assets
Consideration FMV	17655924

Item No.	2
Borrower's Name	Scott A Renschler
Borrower's Title	
Original Amount of Loan	1165050
Balance Due	1191243
Date of Note	2014-09
Maturity Date	2023-09
Repayment Terms	Annual interest payments, balloon payment at maturity
Interest Rate	2.860000000000
Security Provided by Borrower	Personal guarantee
Purpose of Loan	Purchase of estate assets under exception provisions in 53.4941(d)-3
Description of Lender Consideration	Estate assets
Consideration FMV	1191243

Item No.	3
Borrower's Name	Bruce D Bainum
Borrower's Title	
Original Amount of Loan	17449670
Balance Due	17680273
Date of Note	2015-01
Maturity Date	2024-01
Repayment Terms	Annual interest payments, balloon payment at maturity
Interest Rate	2.750000000000
Security Provided by Borrower	Personal guarantee
Purpose of Loan	Purchase of estate assets under exception provisions in 53.4941(d)-3
Description of Lender Consideration	Estate assets
Consideration FMV	17680273

Item No.	4
Borrower's Name	Todd Renschler
Borrower's Title	
Original Amount of Loan	540900
Balance Due	548007
Date of Note	2015-01
Maturity Date	2024-01
Repayment Terms	Annual interest payments, balloon payment at maturity
Interest Rate	2.750000000000
Security Provided by Borrower	Personal guarantee
Purpose of Loan	Purchase of estate assets under exception provisions in 53.4941(d)-3
Description of Lender Consideration	Estate assets
Consideration FMV	548007

Item No.	5
Borrower's Name	Brian B Bainum
Borrower's Title	
Original Amount of Loan	513855
Balance Due	520606
Date of Note	2015-01
Maturity Date	2024-01
Repayment Terms	Annual interest payments, balloon payment at maturity
Interest Rate	2.750000000000
Security Provided by Borrower	Personal guarantee
Purpose of Loan	Purchase of estate assets under exception provisions in 53.4941(d)-3
Description of Lender Consideration	Estate assets
Consideration FMV	520606

Item No.	6
Borrower's Name	Dinwiddie Farms LLC
Borrower's Title	
Original Amount of Loan	4356674
Balance Due	4413916
Date of Note	2015-01
Maturity Date	2024-01
Repayment Terms	Annual interest payments, balloon payment at maturity
Interest Rate	2.750000000000
Security Provided by Borrower	Corporate obligation
Purpose of Loan	Purchase of estate assets under exception provisions in 53.4941(d)-3
Description of Lender Consideration	Estate assets
Consideration FMV	4413916

TY 2017 Reduction Explanation Statement

Name: Bainum Family Foundation

EIN: 23-7000192

Explanation: Choice Hotels International Stock(CHH): The Principal sponsors, their descendants, including the CEO and several directors of the Foundation, own an aggregate of 36.93% of the common stock of CHH which is publicly traded in the United States of America. Although voting and dispositive power for the Foundation's CHH shares rests with a committee independent of the family and other affiliates of CHH, as a prudent matter, the Foundation has continued to comply with rule 144 requirements. As of June 30, 2018, the Foundation owned 1,597,472 Shares of CHH stock which represents 2.8% of the total CHH Shares issued and outstanding. The stock is valued at the June 30, 2018 NY stock exchange closing price discounted at 7.9%. The discount is based on an independent appraisal, from June 30, 2018, which was performed in compliance with the uniform standards of professional appraisal practices.

TY 2017 Taxes Schedule**Name:** Bainum Family Foundation**EIN:** 23-7000192

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal excise tax	578,727	0	0	500,887
Foreign taxes K-1	60,734	60,734	60,734	0
Deferred excise taxes	718,931	0	0	0

efile GRAPHIC print - DO NOT PROCESS		As Filed Data -		DLN: 93491043009129	
Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service		Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990			OMB No 1545-0047 2017
Name of the organization Bainum Family Foundation				Employer identification number 23-7000192	
Organization type (check one)					
Filers of:Section:					
Form 990 or 990-EZ		☐ 501(c)() (enter number) organization ☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation ☐ 527 political organization			
Form 990-PF		☒ 501(c)(3) exempt private foundation ☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation ☐ 501(c)(3) taxable private foundation			
Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions					
General Rule ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.					
Special Rules ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹ 3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III. ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions <i>exclusively</i> for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an <i>exclusively</i> religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received <i>nonexclusively</i> religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$					
Caution. An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).					
For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF		Cat No 30613X		Schedule B (Form 990, 990-EZ, or 990-PF) (2017)	

Name of organization Bainum Family Foundation	Employer identification number 23-7000192
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Part I Contributors (See instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Roberta Bainum 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	Jane Bainum 7735 Old Georgetown Road Suite 1000 Bethesda, MD 20814	\$ 3,300,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
-		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization Bainum Family Foundation	Employer identification number 23-7000192
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Part III	Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee